

RECORDATION NO 22145-V FILED

DEC 21 '07

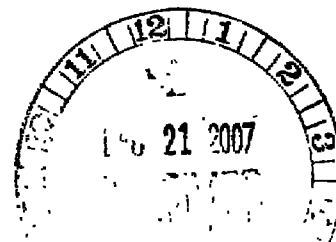
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FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com



VIA UPS 2nd DAY AIR

December 19, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 4, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22145. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108

Lessee: Southwest Rail Industries, Inc.
601 South East Street
Weimar, TX 78962

Lessor/Manager: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is four (4) 20,000 gallon tank cars, with GROX, RUSX and TGOX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(SR11031)

ASSGN. NO. SR11031

DEC 21 '07

2-35 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND ASSIGNMENT (the "Memorandum") is made and entered into as of this the 4th day of December, 2007, by and between First Union Rail Corporation, a North Carolina corporation, Owner of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Cars listed on Exhibit A in Group 2 (the "Lessor") and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Master Lease"), dated as of as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars as described more specifically on Exhibit A attached hereto, (the "Cars"), pursuant to Rider No. 24 (the "Rider") which Rider incorporates by reference the terms and condition of the Master Lease and is a separate and independent lease, (the "Lease"), effective as of November 1, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION,
as Owner of Cars in Group 1, and as Manager of Cars in Group 2

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

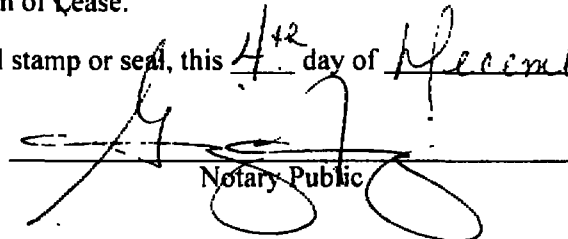
Title: _____

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATIONExecuted on this 4th day of December, 2007

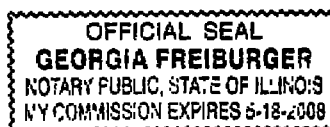
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of December, 2007.
Notary Public

My Commission Expires:

5 2008
(Notary Public)

LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: [Signature]
Name: Jason Huelt
Title: Vice President

ATTEST:

By: [Signature]
Name: Bill FLOKA
Title: OPERATIONS MANAGER

Executed on this 29th day of November, 2007

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid,
certify that Jason Huelt personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of November, 2007

[Signature]
Notary Public

Commission Expires:
4-26-2010
(Notary Public)

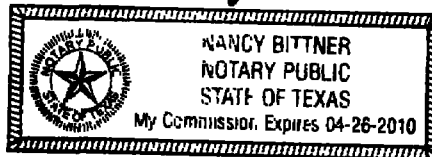


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 20,000 gallon, interior coiled, tank cars (not uni-temps).

CAR NUMBERS:

Group 1 - First Union Rail Corporation (Owner)

GROX 2069

Group 2 - Atel Leasing Corporation (Owner)

RUSX 116, RUSX 249, TGOX 2242